

# **EXHIBIT C**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W.R. GRACE & CO., *et al.*,<sup>1</sup> ) Case No. 01-01139 (JKF)  
) (Jointly Administered)  
)  
Debtors ) Objection Deadline: August 21, 2003

**SUMMARY APPLICATION OF WOODCOCK WASHBURN FOR COMPENSATION  
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS SPECIAL LITIGATION COUNSEL TO W.R.  
GRACE & CO., ET AL., FOR THE MONTHLY INTERIM PERIOD OF JUNE 1, 2003, THROUGH  
JUNE 30, 2003, FOR THE QUARTERLY FEE PERIOD OF APRIL – JUNE, 2003**

Name of Applicant: **Woodcock Washburn LLP**

Authorized to Provide Professional Services to: **W. R. Grace & Co., et al., Debtors  
and Debtors-in-Possession**

Date of Retention: **Retention Order entered January  
22, 2003**

Period for which compensation and  
reimbursement is sought **June 1, 2003, through June 30,  
2003**

Amount of Compensation sought as actual,  
reasonable and necessary: **\$ 24,087.00**

Amount of Expense Reimbursement sought as  
actual, reasonable and necessary: **\$ 2,822.23**

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a/ Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Applicant Woodcock Washburn LLP submits this application for fees and expenses for the month of June 2003. This is the sixth application for interim compensation for services that has been filed with the Bankruptcy Court by Woodcock and the third application for services in the April – June 2003 quarter. The following applications have been filed previously with the Court:

Date Filed	Period Covered	Requested Fees	Requested Disbursements
June 9, 2003	1/1 – 1/31/03	\$11,423.35	\$184.10
June 9, 2003	2/1 – 2/28/03	29,216.00	684.22
June 9, 2003	3/1 – 3/31/03	14,351.00	647.43
June 3, 2003	4/1 – 4/30/03	14,268.50	244.41
July 11, 2003	5/1 – 5/31/03	20,293.50	703.19

All fees and expenses for which compensation is sought in the current application were rendered by Applicant in connection with the specific matter for which it was retained as special litigation counsel: Representation of Debtor to intervene as a defendant in *David B. Bartholic and Intercat, Inc. v. Nol-Tec Systems, Inc.*, civil action 2:02CV408JM, pending in the United States District Court for the Northern District of Indiana. Except for the fees specifically identified as “Travel time,” billed at half time totaling \$1,440.00 or “Fee Applications, Applicant,” totaling \$ 261.00, all fees and expenses for which reimbursement is sought were in the category “Litigation and Litigation Consulting” in the Intercat case.

The attorneys of Applicant who rendered professional services in this case during the Fee Period are:

Name of Professional Person	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
Gary H. Levin	Partner	1976	IP Litigation	\$435.00	3.40	\$1,479.00
David R. Bailey	Partner	1990	IP Litigation	\$360.00	62.8	\$22,608.00

Total Fees: \$ 24,087.00

Blended Rate: \$ 363.85

With respect to disbursements for which compensation is requested, computer-assisted legal research is billed at no higher than actual cost, out-going fax charges are billed at no higher than \$1/page (with no charge for incoming faxes), and copying charges are billed at \$0.15/page.

**WHEREFORE**, Applicant respectfully requests (a) that an allowance be made to it, as fully described above for (i) 80% of the amount of \$24,087.00 for reasonable and necessary professional services Applicant has rendered to the Debtors during the Fee Period (\$ 19,269.60) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by applicant during the Fee Period (\$2,822.23); and (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates.

Respectfully submitted



Gary H. Levin  
David R. Bailey  
Woodcock Washburn LLP  
One Liberty Place – 46<sup>th</sup> Floor  
Philadelphia, PA 19103  
(215) 568-3100  
levin@woodcock.com

Dated: July~~30~~<sup>31</sup>, 2003

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W.R. GRACE & CO., *et al.*,<sup>2</sup> ) Case No. 01-01139 (JKF)  
) (Jointly Administered)  
)  
Debtors ) Objection Deadline: August 21, 2003

**FEE DETAIL FOR WOODCOCK WASHBURN'S MONTHLY FEE APPLICATION**  
**FOR THE PERIOD JUNE 1, 2003 THROUGH JUNE 30, 2003**

<sup>2</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

***Intercat v. Nol-Tec***  
**Civil Action No.: 2:02CV408JM**  
**United States District Court**  
**Northern District of Indiana**

06/02/03	DRB	Meetings at Grace to prepare initial discovery materials	6.00
06/02/03	DRB	Travel (2 hours, billed at half time)	1.00
06/03/03	DRB	Preparation of witness statements	1.00
06/03/03	DRB	Preparation of interview summaries	1.90
06/03/03	DRB	Preparation of Grace Initial Disclosures under Rule 26(a)	2.10
06/04/03	DRB	Preparation of Initial Disclosures	1.10
06/04/03	DRB	Preparation of materials for use in scheduled refinery interview	1.10
06/05/03	DRB	Preparation of Initial Disclosure materials	0.70
06/05/03	DRB	Preparation of protective order	1.00
06/06/03	DRB	Coordination of scheduled meetings with refineries with Grace representative	0.50
06/09/03	DRB	Drafting of protective order	0.80
06/09/03	DRB	Review of refinery information relating to loader use	0.80
06/09/03	DRB	Preparation for status conference with court	0.80
06/09/03	DRB	Initial Disclosure preparation	0.80
06/10/03	DRB	Preparation for court hearing; telephone conference with Nol-Tec's counsel regarding status of transfer motion; develop strategy for addressing same at conference; telephone conference with local counsel regarding same	1.50
06/10/03	GHL	Preparing for scheduled status conference with court including review of status of outstanding discovery pending resolution of transfer motion, and conference with Nol-Tec counsel regarding same	0.80
06/10/03	DRB	Revisions to draft protective order and forwarding to Intercat's counsel	1.00
06/11/03	GHL	Review of Intercat's First Document Requests to Grace; consideration of responses	0.40
06/11/03	DRB	Travel time – two hours at half time	1.00
06/12/03	DRB	Preparation for and meeting with Grace representatives in Houston to discuss Nol-Tec loader design and operation and refinery placements	6.00
06/12/03	GHL	Participation on behalf of Grace at telephonic status and scheduling conference with Magistrate Springmann.	0.50

06/12/03	GHL	Review of information regarding refinery operations;	0.40
06/12/03	DRB	Travel time – two hours at half time	1.00
06/12/03	DRB	Meeting with Graces representative and with refinery representatives in Louisiana regarding operation of Nol-Tec loader;	5.00
06/12/03	DRB	Meeting with Grace representative to discuss loader operation and refinery usage, and preparation for further refinery meeting;	1.00
06/13/03	DRB	Travel time – three hours at half time	1.50
06/13/03	DRB	Meeting with Graces representative and with refinery representatives in Illinois regarding operation of Nol-Tec loader;	6.00
06/13/03	DRB	Preparing memoranda regarding refinery interviews	1.00
06/16/03	DRB	Analysis of InterCat discovery requests and formulation of responses.	0.70
06/16/03	DRB	Analysis of Grace counsel opinion regarding loaders	1.50
06/16/03	DRB	Preparation of discovery materials	1.50
06/17/03	DRB	Preparation of Grace's discovery requests to InterCat regarding allegedly infringing activities at Whiting, Indiana BP refinery	3.80
06/17/03	DRB	Analysis of Grace opinion of counsel regarding loader	1.00
06/17/03	DRB	Analysis of InterCat's discovery requests and preparation for response	1.40
06/18/03	DRB	Analysis of legal opinion regarding loader	0.60
06/18/03	DRB	Preparation of memoranda from witness interviews regarding loader use	1.50
06/18/03	DRB	Analysis of InterCat's discovery requests and advice to Grace regarding search for documents and preparation of responses	2.00
06/20/03	DRB	Analysis of information from refinery	0.50
06/20/03	DRB	Discussion with InterCat's counsel regarding Protective Order and proposed revisions and potential compromises	0.50
06/20/03	DRB	Coordination with Grace for response to InterCat document requests	0.60
06/20/03	DRB	Preparation of written response to discovery requests	0.90
06/21/03	GHL	Fee Application, Applicant – preparation of monthly fee application for May 2003	0.60
06/24/03	DRB	Further drafting of protective order to account for parties' comments	0.70
06/24/03	GHL	Review of discovery requests to be served on InterCat;	0.40
06/24/03	GHL	Review of protective order issues; revising draft order	0.30

06/25/03	DRB	Protective order revisions	0.50
06/27/03	DRB	Revisions to Protective Order	0.50

SERVICES	\$	24,287.00
----------	----	-----------

GHL	GARY H. LEVIN	3.40 hours at \$	435.00
DRB	DAVID R. BAILEY	62.80 hours at \$	360.00

**DISBURSEMENTS:**

LOCAL COUNSEL FEES (Indiana)	127.25
TELEPHONE	63.00
POSTAGE & DELIVERY	19.78
TELEFAX, TELEPHONE	207.27
PHOTOCOPYING	69.90
TRAVEL & EXPENSES (See attached detail)	2,335.03

DISBURSEMENT TOTAL	\$	2,822.23
--------------------	----	----------

SERVICE TOTAL	\$	24,087.00
---------------	----	-----------

INVOICE TOTAL	\$	26,909.23
---------------	----	-----------



## Travel and Expense: Vendor David Bailey

---

**Transportation:** \$1,891.50

6/11/03 USAir Flight 1139 (coach travel)  
Philadelphia, PA to Houston, TX  
[meeting with Grace's Houston personnel]  
6/12/03 American Airlines Flight 1254 (coach travel)  
New Orleans, LA to Chicago, IL  
[meeting with Grace customers]  
6/13/03 USAir Flight 964 (coach travel)  
Chicago, IL/Philadelphia, PA  
[return flight home]

**Lodging:**

6/11/03 Marriott Fairfield Inn, Sulphur, LA \$ 83.81  
6/12/03 Chicago Airport Marriott \$ 230.80

**Meals:**

6/12/03 Dinner \$ 8.31  
6/13/03 Lunch \$ 13.63  
6/13/03 Dinner \$ 24.40

**Airport Parking:**

\$ 48.00

**Tolls:**

\$ 2.00

**Gas for Rental Car:**

\$ 32.58

**TOTAL EXPENSE** \$2,335.03